

BYLAWS

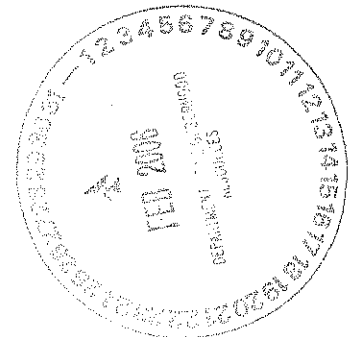
TERRA DEL SOL NEIGHBORHOOD ASSOCIATION

ARTICLE I MEMBERSHIP

- 1.0 The membership of this Association shall be composed of two categories: Voting Members and Associate Members.
- 1.1 A Voting Member shall be a person whose principle residence is within the Terra del Sol Neighborhood, and who has paid dues for the current year.
- 1.2 An Associate Member shall be a person; business, agency, or organization interested in the progress of this neighborhood or of the association and who has paid dues for the current year.
- 2.0 Dues will be determined by the voting members of the Association. Dues may be accepted for no more than one year in advance.
- 3.0 Any membership, whether voting or associate, shall be subject to renewal at the end of each calendar year and shall not retain any privileges or voting rights without such renewal. All memberships are due for renewal in January.

ARTICLE II BOARD OF DIRECTORS

- 1.0 The Board shall consist of nine members all of whom shall be members of this Association. The number of Directors may be changed to an odd number not less than nine nor more than fifteen by resolution of the Board of Directors. No reduction in the number of Directors may be made unless corresponding vacancies exist as a result of deaths, resignations, expiration of terms of office, or other actions provided by these bylaws. A copy of the resolution of the Board covering any increase or decrease in the number of Directors shall be filed with the official copy of the bylaws of this Association. The Board of Directors shall nominate and by majority ballot elect from that Board a President, 1st Vice-President, 2nd Vice President, Secretary, and a Treasurer, who from this time on shall be known as the Executive Board. Each officers term shall not exceed one (1) year unless re-elected for a succeeding term by the next Board of Directors. The Board Members will vote by secret ballot for all elections.
- 2.0 Regular terms of office for Directors shall be for a period of three years. Any vacancy on the Board or committees shall be filled by vote of a majority of the Directors then holding office. Directors so appointed shall complete the unexpired term of the Director being replaced.



ARTICLE III OFFICERS

- 1.0 An officer's term of service will be determined by a majority vote of the Board of Directors. The term of office shall begin on the first day of the following year. The duties of the officers shall be as follows:
 - 1.1 The President shall open every meeting on time or as soon thereafter as a quorum is present; announce in proper order the business of the meeting; maintain compliance with the Association's bylaws; have minutes of the last meeting presented, corrected if necessary, and approved; restate all motions clearly and ask for more clarification from the maker of the motion if needed; conduct a vote on all motions and announce the results; present acts, orders and proceedings for the association or have them presented; preside at executive committee meetings; and act as the representative of the association to outside persons and other organizations.
 - 1.2 The First Vice President shall be prepared to assume the President's position when called upon to do so.
 - 1.3 The Second Vice President shall be prepared to assume the President's position if the First Vice President is unable to do so and to be in charge of planning programs for the meetings.
 - 1.4 The Secretary shall record proceedings of all meetings; maintain an accurate roll call; have on hand the Association's bylaws; in written minutes give the type of meeting and its time and place, business transacted, wording of all motions, name of the persons making the motion and seconding the motion, results of the vote, and the time of adjournment; hand over to a successor all records, documents, and materials pertaining to the office at the end of the term of office.
 - 1.5 The Treasurer shall collect the dues and keep record of membership; validate all vouchers presented for payment; disburse money as authorized in the bylaws; file receipts for and keep accurate records of all financial transactions; present regular financial summary statements; maintain a bank account in the Association's name; and prepare a yearly financial report and present it to an auditing committee as designated by the bylaws.

- 2.0 All records of the officers are the property of the association.

ARTICLE IV COMMITTEES

- 1.0 The President shall have the power to appoint committees as necessary to implement the purposes of the charter.
- 2.0 The President shall be an ex officio member of all committees.

- 3.0 All records of the standing committees are the property of the association.

ARTICLE V MEETINGS

- 1.0 General membership quarterly meeting will be scheduled beginning with January. The October meeting will be considered the annual meeting, at which time elections for the Board of Directors will be held. The meetings will be held at a time and place designated by the elected officers.
- 1.1 The Voting Members present shall constitute a quorum.
- 1.2 At least five (5) days notice shall be provided in advance of any association meeting.
- 2.0 Not less than twenty per cent (20%) of the Voting Members shall have the privilege of calling a special meeting.
- 3.0 The Board of Directors shall meet a minimum of four times a year usually a week before the general meeting.
- 4.0 Special meetings of the Board of Directors or the Executive Board may only be called by the President, First Vice President or two thirds of the Board.
- 4.1 The Secretary upon the request of the President shall notify Board Members of the meeting, using the quickest media available, a minimum of five (5) calendar days in advance.

ARTICLE VI NOMINATION OF OFFICERS, ELECTIONS, INSTALLATION OF OFFICERS, ANNUAL REPORTS, AND NEWSLETTER

- 1.0 A nominating committee, appointed by the President, shall consist of one member of the Board and two members from the general membership. This committee shall present at least one nominee, who is a member in good standing and has agreed to be a candidate, for each open position. These nominees will be presented to the membership at the annual meeting. Additional nominations may be made from the floor at this time.
- 1.1 Any voting member can act as an election teller at the Annual Meeting if a secret ballot is taken.
- 1.2 In the event an election teller is nominated for the Board of Directors, he/she shall be removed as election teller and replaced by an alternate to be appointed by the President.
- 2.0 Election of offices for the Board of Directors shall be held during their first meeting in January.
- 3.0 Upon installation of the Board of Directors, whose terms begin on January 1, all documents, records, and any materials pertaining to the duties of the office, as

designated in the bylaws, which are in possession of the outgoing Board Members shall be submitted to their newly elected counterpart within fifteen (15) days of installation.

- 4.0 If a director fails to attend regular meetings of the general membership or Board of Directors twice within four consecutive months, or any four meetings in any calendar year, or otherwise fails to perform any of the duties devolving upon him/her as a director, his/her office may be declared vacant by a two thirds (2/3) majority vote of voting members present at the meeting and the vacancy filled as herein provided.
 - 4.1 In the case of the removal of a director, all documents pertaining to the director's various Neighborhood Association functions shall be transferred to the person elected to fill the office (see Section 3.0 of ARTICLE II.) The transfer shall occur within ten (10) calendar days' of the officer's removal.
- 5.0 The Association will use the most convenient media necessary to distribute information and to announce the time and location of scheduled quarterly meetings and the annual meeting.
 - 5.1 Article information will be given to a Board Member eight weeks prior to the quarterly meeting.

ARTICLE VII FISCAL RESPONSIBILITY

- 1.0 Withdrawal of funds of the association may be made with the signature of the Treasurer and one of the elected officers on the Request for Reimbursement Form; or in the case of emergency, the signature of any two elected officers. All members of the Executive Board will sign the bank signature card immediately following the reorganization meeting.
- 2.0 Financial records and funds of the association shall be audited at least once a year by a committee of at least two members at large, appointed by the President. The audit shall be after the annual meeting and prior to the first of January.
- 3.0 Any expense over 100 (one hundred) dollars must be approved by the Governing Board of the Association before the purchase is made.
- 4.0 Post Office Box keys will be held by the President, First Vice President and the Treasurer. The signature card will be updated and the keys redistributed after the reorganization meeting and no later than the end of January.

ARTICLE VIII AMENDMENT OF BY LAWS

- 1.0 These bylaws may be amended by a two-thirds (2/3) quorum at a scheduled quarterly meeting or a special meeting.
- 1.2 Proposed amendments shall be sent to all officers and voting members at least five (5) days in advance of the meeting where action is to be taken.